

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8087)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China 33 Media Group Limited (the “Company”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 14 October 2011 at 10:30 a.m. to consider, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT** the five transfer agreements (collectively, the **“Transfer Agreements”**) dated 2 September 2011 (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into between (i) Hongkong Ao Shen Investment Co., Limited and Aoshen Technology Service (Fuzhou) Co., Ltd. as vendors; (ii) Mr. Lin Pintong and Mr. Ruan Deqing as purchasers; and (iii) each of Beijing Lvban Media Advertising Co., Ltd., Chengdu Lvban Advertising Co., Ltd., Guangzhou Lvban Advertising Co., Ltd., Jinan Lvban Advertising Co., Ltd. and Shanghai Lvban Culture Transmission Co., Ltd. and the transactions contemplated thereby be and are hereby approved and that the directors of the Company be and are hereby authorised to take any action and sign any document (under seal, if necessary) as they consider necessary, desirable or expedient in connection with the Transfer Agreements or the transactions contemplated thereby.”

By order of the Board of
China 33 Media Group Limited
Lin Pintong
Chairman

Hong Kong, 22 September 2011

Head office and principal place of business in Hong Kong:

40th Floor

Jardine House

1 Connaught Place

Central

Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he is the holder of two or more shares (the “Shares”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (the “Branch Registrar”) of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the executive Directors are Mr. Lin Pintong (Chairman), Mr. Ruan Deqing and Mr. Han Wenqian; the non-executive Directors are Mr. Wang Jianqing and Mr. Wang Fuqing and the independent non-executive Directors are Mr. Chen Shaofeng, Mr. Feng Bing, Mr. Gao Xingbo and Ms. Xing Zhibin.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and the Company’s website at www.china33media.com.